

-2-

Title to the Ranch is divided into 2400 undivided interests (hereafter "Units").

-3-

Defendant, Crosswind 1040 Partners, LLC, is a Delaware Limited Liability Company, but is subject to the jurisdiction of this Court under the authority of O.C.G.A. § 9-10-91 in that said Defendant is the owner of certain real property in Lumpkin County, Georgia, and such real property is the basis of the instant controversy.

-4-

Defendant's agent for service of process is: Agents and Corporations, Inc., located at 1201 Orange Street, Suite 600, One Commerce Center, Wilmington, New Castle County, Delaware 19801 and Defendant has been served with a copy of Plaintiff's Original Petition by the Sheriff's Department of New Castle County, Delaware, in accordance with O.C.G.A. § 9-10-94.

-5-

Plaintiff shows that it is in a position of uncertainty and insecurity with respect to its rights, status and other legal obligations concerning an actual controversy between it and the Defendant as more particularly set forth hereinafter.

CONTROVERSY REGARDING WHETHER DEFENDANT

IS AN OWNER OF UNITS

-6-

The Ranch and its owners (hereafter the "Owners") are governed by that certain Declaration of Covenants, Conditions and Restrictions made March 31, 1983 (hereafter the "Declaration") by R-Ranch One, Ltd., a Georgia Limited Partnership (hereafter the "Declarant") and recorded at Book K-4, Pages 766-797, Lumpkin County, Georgia, public records.

-7-

The provisions of the Declaration are covenants running with the land.

-8-

Pursuant to the Declaration, the business and affairs of the Association are run by its board of directors (hereafter the "Board"), which directors are elected by a majority vote of all eligible Owners of Units, which eligibility is defined in the Declaration.

-9-

In 1983, Tract VI was sold to American Reserves, Inc. by Jack C. Deady and American Reserves, Inc. conveyed Tract VI to Declarant. (A copy of the Warranty Deed from American Reserves, Inc. to Declarant is attached hereto as Exhibit "B").

-10-

In 1983, Tracts I, II, III, IV and V were sold to American Reserves, Inc. by Oglethorpe Farms, Inc. ("Oglethorpe Farms") and American Reserves, Inc. conveyed Tracts I, II, III, IV and V to Declarant.

-11-

In 1983, Declarant executed certain promissory notes in favor of Oglethorpe Farms (hereafter the "Debt").

-12-

Pursuant to a Deed to Secure Debt from Declarant to Oglethorpe Farms dated February 14, 1983 and recorded in deed book K-4, page 299, Lumpkin County, Georgia Public Records (the "Deed to Secure Debt"), the Debt was secured by Tracts I, II, III, IV and V (collectively referred to hereafter as the "Encumbered Property").

-13-

Declarant combined Tracts I, II and III previously owned by Oglethorpe Farms with Tract VI previously owned by Jack C. Deady to form the Ranch, defining the Ranch by specific reference to these Tracts in the Declaration.

-14-

Declarant did not include Tracts IV and V purchased from Oglethorpe Farms as part of the Ranch.

-15-

Pursuant to a Consent and Subordination Agreement dated October 5, 1983, recorded in Deed Book N-4, pages 222-223 Lumpkin County, Georgia, public records, the Deed to Secure Debt is subject to and subordinate to the Declaration.

-16-

As funds were raised by sales of Units to the general public, a portion of the proceeds of such sales was applied to the Debt, and the interest in real property sold to the general public was released from the Deed to Secure Debt, to the extent that such interest was so encumbered.

-17-

On June 23, 2006, Defendant became the Assignee of the Deed to Secure Debt.

-18-

At the time the Deed to Secure Debt was assigned to the Defendant, certain real property remained subject to the Deed to Secure Debt, including Tracts IV and V and also including a 545/2400 interest in Tracts I, II, and III, but not including any interest in Tract VI.

-19-

No interest in Tract VI was ever subject to the Deed to Secure Debt.

-20-

On July 5, 2006, Defendant foreclosed the Deed to Secure Debt and purchased the Encumbered Property (except for a 1800/2400 interest in Tract IV) (the "Foreclosure Sale"). A copy of the resultive Deed Under Power of Sale is attached hereto as Exhibit "C".

-21-

On July 7, 2006, Defendant requested certain information from the Association, asserting itself as a "bona fide holder of Unit interests in the real property in Lumpkin County, Georgia commonly known as R-Ranch". A copy of the email containing such assertion is attached hereto as Exhibit "D" (the "Information Request").

-22-

At the time of the Information Request, and at the time of the filing of the Original Petition in this case, counsel for the Association was under the misunderstanding that Defendant was the owner of a 545/2400 undivided interest in Tracts I, II, III and "VI", when in fact, Defendant has an ownership interest in Tracts I, II, III IV and V, but zero ownership interest in Tract "VI".

-23-

Pursuant to Section 1.10 of the Declaration a "Unit" is an undivided interest in the property comprising the Ranch (Tracts I, II, III and VI).

-24-

Pursuant to Section 1.8 of the Declaration, an "Owner" is the person who owns fee simple title to a "Unit".

-25-

Pursuant to the Declaration, an "Owner" takes fee simple title to a "Unit" pursuant to a Warranty Deed in the form set forth in the Covenants. A copy of the required Warranty Deed is attached hereto as Exhibit "E".

-26-

Defendant is not the "Owner" of a "Unit" as defined in the Declaration, but rather is a tenant in common with the Owners only as to Tracts I, II and III.

-27-

Pursuant to the Declaration, a bona fide "Owner" of an undivided interest in the Ranch is entitled to membership in the Association and is entitled to one vote per undivided interest.

-28-

Defendant as the owner of a 545/2400 undivided interest in only Tracts I, II and III is not an Owner of a Unit as defined in the Declaration, is not a member of the Association, is not entitled to attend Owners meetings and is not entitled to a vote.

-29-

Prior to October 28, 2006, counsel for the Association, mistakenly believing that Defendant owned a 545/2400 undivided interest in Tracts I, II, III and VI, advised the Association to provide certain information to Defendant and to allow Defendant's representative to attend the October 28, 2006 Owners Meeting.

-30-

As a direct result of the Defendant's assertion that it is "a bona fide holder of Unit interests in the real property in Lumpkin County, Georgia commonly known as R-Ranch", there is a justiciable controversy, the Board is now in a position of great uncertainty regarding its rights and obligations with respect to the Defendant and without a ruling from this Court regarding the rights and obligations of Defendant as the owner of a 545/2400 undivided interest in Tracts I, II and III, the Board cannot properly administer the business and affairs of the Association in accordance with its duties under the Declaration.

CONTROVERSY REGARDING VOTING RIGHTS OF DELINQUENT UNITS

-31-

Pursuant to Section 6.1 of the Declaration, each Owner, by acceptance of a Unit, covenants and agrees to pay certain annual assessments to the Association and pursuant to Section 6.5 of the

Declaration, if such assessments are not paid, the voting rights appurtenant to such Unit (hereafter a "Delinquent Unit") are suspended until all delinquent assessments are paid in full.

-32-

Since January 1, 1985, the Declarant failed to pay any assessments on the 545 Units it owned, which assessments were required by the Declaration to be paid by the Declarant.

-33-

On May 13, 1988, the Declarant filed a Chapter 7 Bankruptcy Petition, which Bankruptcy was closed on July 16, 1991 and since at least July 16, 1991, the Declarant ceased to exist.

-34-

Section 1.7 of the Declaration provides as follows: "Oglethorpe Farms shall mean Oglethorpe Farms, Inc. or any subsequent holder of that certain Deed to Secure Debt, dated February 14, 1983 and recorded in Deed Book K-4, Page 299, Lumpkin County, Georgia".

-35-

Section 6.8 of the Declaration provides as follows: "If Oglethorpe Farms shall become the Owner of all of Declarant's then remaining Unit Interests in the Ranch, then Oglethorpe Farms shall not be liable for any portion of the Annual Assessment with respect to any Unit Interest owned by it other than such portion as is assessed to cover the payment of the expenses set forth in 6.4.1 (iii) and (v) above".

-36-

It is apparently the position of the Defendant that as assignee of the Deed to Secure Debt and as owner of the Encumbered Property, it has become "the Owner of all of Declarant's then remaining Unit Interests in the Ranch" as contemplated by Section 6.8 of the Declaration.

-37-

Further, it is the apparent position of the Defendant that as the alleged "Owner of all of Declarant's then remaining Unit Interests in the Ranch", it is entitled to vote as an Owner of Units without the obligation to pay the past due assessments owed by the Declarant.

-38-

It is the position of the Board that Defendant is not the Owner of any Unit Interest in the Ranch and therefore necessarily cannot be the Owner of all of Declarant's Unit Interests in the Ranch and further, even if Defendant's position as described in paragraph 36 above is correct (which Plaintiff denies), the Units allegedly owned by Defendant have no voting rights because pursuant to Section 6.5 of the Declaration, Units have no voting rights unless and until all past due assessments are paid in full.

-39-

Thus, even if Defendant were an Owner, which it is not, the Board is in a position of great uncertainty regarding the voting rights it would or would not have and without a ruling from this Court, the Board cannot properly administer the business and affairs of the Association in accordance with its duties under the Declaration.

CONTROVERSY REGARDING CONTROL OF BOARD

-40-

Pursuant to Section 1.5 of the Declaration, a party that acquires ownership of all of Declarant's Unit interests in the Ranch has the right to elect to be treated as the Declarant under the Declaration.

-41-

Pursuant to Section 4.3 of the Declaration, the Declarant has the right to appoint or remove any Director or Directors of the Association or any officer or officers of the Association until the first of the following to occur: (a) the date 80% of the Unit Interests have been conveyed by Declarant to Owners other than Declarant or Oglethorpe Farms; or (b) the surrender of authority by the Declarant, such surrender to be made an express amendment to the Declaration executed and recorded by Declarant.

-42-

Further, pursuant to Section 4.3 of the Declaration, when either 4.3(a) or 4.3(b) occurs the right of the Declarant to appoint the Board expires and thereafter the Board can only be appointed by a majority vote of all of the Ranch Unit Owners at a duly conducted election.

-43-

Defendant has asserted that it has the right to elect to be treated as Declarant under the Declaration.

-44-

It is the position of the Board that Declarant does not have the right to elect to be treated as Declarant under the Declaration because Defendant is not the Owner of any Unit Interest in the Ranch and therefore necessarily cannot be the Owner of all of Declarant's Unit Interests in the Ranch.

-45-

Further, even if Defendant did have the right to elect to be the Declarant (which the Board specifically denies), the Board is uncertain about whether the right of the Declarant to appoint the Board has expired as contemplated by Section 4.3 of the Declaration because, notwithstanding the fact that an express amendment to the Declaration surrendering the right has not been executed and recorded by Declarant, there is a legal issue as to whether such right has expired as a matter of law because for the past 18 years, since 1988 when the Declarant became bankrupt and was dissolved:

- (i) it has been impossible as a matter of law, for Declarant to exercise any right;
- (ii) it has been impossible as a matter of law, for Declarant to execute the amendment contemplated by Section 4.3(b); and
- (iii) the Declarant has had nothing to do with the appointment of the Board and has had no involvement whatsoever with the Ranch, nor was it possible, as a matter of law, to do so.

-46-

It is the position of the Board that when the Declarant ceased its existence, it necessarily surrendered the right to appoint the Board of the Owner's Association and at that point in time, the right of the Declarant or any successor Declarant to appoint the Board of Directors expired as set forth in paragraph 45 above.

-47-

Without a ruling from this Court as to whether or not Defendant has the right to be the Declarant and further whether or not the Declarant's right to appoint the Board has expired, the Board and the Owners of the Ranch are uncertain about the leadership of the Association and have a legitimate need to know whether or not their duly elected Board of Directors can legally be replaced by Defendant, in the event that Defendant were found to be an eligible Owner, which it is not.

CONTROVERSY REGARDING ACCESS TO INFORMATION

-48-

On July 7, 2006, Defendant sent to the attention of counsel for the Association, a request for voluminous and detailed information about the Ranch and its Owners, a copy of which request is attached hereto as Exhibit "D" (the "Information Request" referred to in paragraph 21).

-49-

It is the position of the Board that Defendant is not entitled to the requested information because Defendant is not a member of the Association.

-50-

Further, even if Defendant becomes a member of the Association it would not be entitled to the vast majority of information listed in the Information Request because, pursuant to Rule 18.1 of the R-Ranch Rules and Regulations, members of the Association who are not Board Members are only entitled to the limited information set forth in Rule 18.1.

-51-

Without a ruling from this Court, the Board is uncertain about what, if any, information it is permitted to provide to the Defendant.

RIGHT TO DECLARATORY JUDGMENT

-52-

Plaintiff shows that because of the justiciable controversy existing between Plaintiff and Defendant, as described in this Petition, Plaintiff is in a position of great uncertainty regarding conflicting claims, is unable to determine how to proceed without guidance from this Court and is entitled to a declaration of its rights and obligations as provided by O.C.G.A. § 9-4-2 (a) and (b).

-53-

Plaintiff further shows that the issues of fact raised by this Petition should be submitted to a jury for a determination of such issues of fact.

-54-

Plaintiff further shows that it is entitled to a hearing before the Court at a time no sooner than 20 days after Defendant's receipt of this Amended Petition.

WHEREFORE, Plaintiff prays and demands as follows:

- a. That Defendant answer this Amended Petition as provided by law;
- b. That the Court hear said matter and that a jury be selected to determine the issues of

fact;

c. That all matters herein be inquired into and that a judgment be entered declaring that as an owner of 545/2400 interest in only Tracts I, II and III, Defendant is not an owner of Units, is not a member of the Association, is not entitled to vote, and is not entitled to become Declarant;

d. That even if Defendant were to become an Owner of Units, Defendant is not entitled to vote unless and until all delinquent assessments are paid on such Units;

e. That the right of Declarant or any successor declarant to control Plaintiff's Board of Directors has lapsed and expired;

f. That the only method of appointing the Board of Directors is by majority vote of all bona fide and eligible Unit Owners at a duly conducted election.

g. That Defendant is not entitled to the information it has requested in the Information Request; and

h. That Plaintiff have such other and further relief as the Court may deem equitable and just.

Respectfully submitted, this 13th day of November, 2006.

WHELCHER & DUNLAP, LLP

By: Madeline S. Wirt
Madeline S. Wirt
Attorneys for Plaintiff
GA State Bar Number 717094

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EXHIBIT "A"

EXHIBIT "B"

WARRANTY DEED

STATE OF GEORGIA
COUNTY OF FULTON

THIS INDENTURE, made as of the 15th day of February, in the year one thousand nine hundred eighty-three, between AMERICAN RESERVES, INC., a Georgia corporation (hereinafter referred to as "Grantor") and R-RANCH ONE, LTD., a Georgia limited partnership (hereinafter referred to as "Grantee") (the words "Grantor" and "Grantee" to include their respective heirs, successors, and assigns where the context requires or permits).

WITNESSETH that: Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration in hand paid at and before the sealing and delivering of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold, aliened, conveyed, and confirmed, and by these presents does grant, bargain, sell, alien, convey, and confirm, unto Grantee all those tracts or parcels of land lying and being in the 11th Land District, 1st Section, of Lumpkin County, Georgia, and being more particularly described in Exhibit "A" attached hereto and made a part hereof, together with all improvements thereon and all easements appurtenant thereto.

This conveyance is made subject to those encumbrances and instruments set forth in Exhibit "B" attached hereto and made a part hereof.

TO HAVE AND TO HOLD the above-described property, with all and singular the rights, members, and appurtenances thereof, to the same being, belonging, or in anywise appertaining, to the only proper use, benefit, and behoof of Grantee forever in FEE SIMPLE.

GEORGIA, LUMPKIN COUNTY
REAL ESTATE TRANSFER TAX
PAID 2.12 To
DATE Feb 28, 1983
Edward E. Tucker
EDWARD E. TUCKER
CLERK OF SUPERIOR COURT

GEORGIA, LUMPKIN COUNTY
CLERK OF SUPERIOR COURT
8:30 1 Feb 28, 1983
REC'D Deed Ky 1401-413
28K Feb 28
EDWARD E. TUCKER

Grantor will warrant and forever defend the right and title to the above-described property, except as above noted subject to those matters set forth in Exhibit "B", unto Grantee against the claims of all persons whomsoever.

IN WITNESS WHEREOF, Grantor has executed this Deed under seal the day and year first above written.

GRANTOR:

AMERICAN RESERVES, INC., a Georgia corporation

By: Alexandre C. Goodwin
President

Attest: Bermene Friedman
Secretary

Signed, sealed and delivered in the presence of:

Joseph Celamante
Unofficial Witness

Leticia Burnings
Notary Public
(Notarial Seal)
My Commission Expires: 12/73

(CORPORATE SEAL)



EXHIBIT "A"
(Tract 1)

ALL THAT TRACT OR PARCEL OF LAND lying and being in Land Lots 1050, 1110, and 1111 of the 11th District, 1st Section of Lumpkin County, Georgia, and being more particularly described as follows:

BEGINNING at an iron pin found at the northeasterly corner of Land Lot 1050; running thence south 00° 40' 20" west 1,300.36 feet along the easterly line of Land Lot 1050 to a point at the southeasterly corner of said Land Lot; thence south 01° 40' 48" west 1,314.64 feet along the easterly line of Land Lot 1111 to an axle found at the southeasterly corner of said Land Lot; thence south 89° 39' 11" west 1,247.68 feet along the southerly line of Land Lot 1111 to a government monument found at the southwesterly corner of said Land Lot; thence north 26° 26' 51" west 470.47 feet to a government monument; thence north 50° 22' 07" west 173.75 feet to a point; thence north 39° 16' 53" west 347.53 feet to a point; thence north 08° 54' 32" east 340.06 feet to a point; thence north 01° 28' 19" west 140.43 feet to a point; thence north 15° 12' 08" west 98.82 feet to a government monument located on the southerly line of Land Lot 1051; thence south 88° 23' 47" east 533.72 feet to a point at the southeasterly corner of Land Lot 1051; thence north 00° 17' 02" west 1,351.97 feet along the easterly line of Land Lot 1051 to an iron pin found at the northeasterly corner of said Land Lot; thence south 86° 10' 36" east 1,317.81 feet along the southerly line of Land Lot 1039 to an iron pin found at the northeasterly corner of Land Lot 1050 and the POINT OF BEGINNING; said tract containing 89.931 acres and being according to survey for American Reserve, Inc., dated September 24, 1982, last revised November 17, 1982, and bearing the certification of B.K. Rochester Jr., G.R.L.S. #1534.

EXHIBIT "A"

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EXHIBIT "A"
(Tract II)

ALL THAT TRACT OR PARCEL OF LAND lying and being in Land Lots 965, 966, 979, 978, 977, 976, 975, 970, 980, 1037, 1038, 1039 and 1041, of the 11th District, 1st Section of Lumpkin County, Georgia, and being more particularly described as follows:

BEGINNING at the intersection of the southerly right-of-way line of County Road #84 (30 ft. right-of-way) and the westerly right-of-way line of Georgia Highway #60 (100 ft. right-of-way); running thence along the westerly right-of-way line of Georgia Highway #60 (100 ft. right-of-way) and the northwesterly right-of-way line of U.S. Highway #19 (60 ft. right-of-way) the following courses and distances: south 01° 55' 29" east 159.14 feet; thence south 16° 05' 42" west 53.69 feet; thence with the arc of a curve to the left a distance of 212.64 feet, said arc being subtended by a chord with a bearing of south 07° 04' 56" east and a distance of 208.78 feet; thence south 21° 37' 55" east 59.09 feet; thence with the arc of a curve to the right a distance of 154.15 feet, said arc being subtended by a chord with a bearing of south 15° 00' 37" west and a distance of 143.77 feet; thence with the arc of a curve to the right a distance of 350.43 feet, said arc being subtended by a chord with a bearing of south 61° 24' 06" west and a distance of 348.79 feet; thence south 70° 59' 29" west 72.51 feet; thence with the arc of a curve to the left a distance of 186.70 feet, said arc being subtended by a chord with a bearing of south 43° 33' 44" west and a distance of 179.65 feet; thence south 16° 07' 59" west 75.81 feet; thence with the arc of a curve to the right a distance of 124.46 feet, said arc being subtended by a chord with a bearing of south 51° 47' 17" west and a distance of 116.58 feet; thence south 87° 26' 35" west 61.79 feet; thence with the arc of a curve to the left a distance of 157.14 feet, said arc being subtended by a chord with a bearing of south 54° 05' 49" west and a distance of 148.42 feet; thence south 20° 45' 03" west 51.22 feet; thence with the arc of a curve to the right a distance of 137.19 feet, said arc being subtended by a chord with a bearing of south 41° 26' 12" west and a distance of 134.23 feet; thence south 62° 07' 21" west 106.15 feet; thence with the arc of a curve to the left a distance of 192.66 feet, said arc being subtended by a chord with a bearing of south 35° 11' 59" west and a distance of 185.64 feet; thence south 08° 16' 37" west 253.29 feet; thence with the arc of a curve to the right a distance of 201.80 feet, said arc being subtended by a chord with a bearing of south 15° 53' 01" west and a distance of 201.21 feet; thence south 23° 29' 26" west 135.81 feet; thence with the arc of a curve to the left a distance of 192.56 feet, said arc being subtended by a chord with a bearing of south 18° 36' 32" west and a distance of 192.32 feet; thence south 13° 43' 38" west 215.12 feet; thence with the arc of a curve to the right a distance of 302.58 feet, said arc being subtended by a chord with a bearing of south 16° 43' 17" west and a distance of 302.44 feet; thence south 19° 42' 56" west 15.71 feet; thence leaving said right-of-way and running north 89° 58' 49" west 458.79 feet to a government monument found at the southeasterly corner of Land Lot 1040; thence north 00° 58' 10" east 1,393.38 feet along the easterly line of Land Lot 1040 to a point at the northeasterly corner of said Land Lot; thence south 89° 55' 58" west 1,299.86 feet along the southerly line of Land Lot 977 to a rock found at the northwesterly corner of Land Lot 1040; thence south 03° 13' 39" west 726.81 feet along the easterly line of Land Lot 1039 to a rock found; thence south 86° 35' 33" west 1,298.53 feet to an iron pin found on the westerly line of Land Lot 1039; thence south 56° 17' 48" west 903.77 feet to a point on the

EXHIBIT "A"

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EXHIBIT *A*
(Tract II Cont'd)

southerly line of Land Lot 1038; thence south 89° 55' 11" west along the southerly line of Land Lot 1038 570.79 feet to a government monument found in the southwesterly corner of Land Lot 1038; thence along the southerly line of Land Lot 1037 north 88° 24' 18" west 675.86 feet to a point; thence north 00° 35' 22" east 1,282.48 feet to an axle found on the southerly line of Land Lot 980; thence north 89° 55' 58" east 198.00 feet along said southerly Land Lot line to a point; thence north 33° 06' 37" east 726.94 feet to an iron pin found at a fence corner; thence south 86° 13' 36" east 154.52 feet to a 10-inch poplar blazed at an old fence on the westerly line of Land Lot 979; thence north 00° 42' 33" east 774.07 feet along the westerly line of Land Lot 979 to a point; thence north 30° 47' 28" west 139.14 feet to a point; thence north 36° 11' 55" west 87.05 feet to a point; thence north 42° 29' 53" west 53.91 feet to a point; thence north 45° 08' 02" west 51.19 feet to a point; thence north 62° 15' 07" west 133.57 feet to a point; thence north 62° 15' 08" west 8.44 feet to a point on the southerly right-of-way line of County Road #84 (30 ft. right-of-way); thence in a generally easterly direction along the southerly right-of-way line of said County Road the following courses and distances: with the arc of a curve to the left a distance of 66.15 feet, said arc being subtended by a chord with a bearing of north 58° 04' 28" east and a distance of 66.11 feet; thence north 54° 39' 36" east 35.71 feet; thence with the arc of a curve to the right a distance of 248.16 feet, said arc being subtended by a chord with a bearing of north 69° 28' 16" east and a distance of 245.41 feet; thence north 84° 16' 56" east 47.37 feet; thence with the arc of a curve to the left a distance of 144.23 feet, said arc being subtended by a chord with a bearing of north 49° 51' 01" east a distance of 135.70 feet; thence north 15° 25' 06" east 80.80 feet; thence with the arc of a curve to the right a distance of 202.30 feet, said arc being subtended by a chord with a bearing of north 70° 36' 51" east and a distance of 172.43 feet; thence south 54° 11' 24" east 202.74 feet; thence with the arc of a curve to the left a distance of 169.90 feet, said arc being subtended by a chord with a bearing of south 76° 49' 41" east and a distance of 165.51 feet; thence north 80° 32' 02" east a distance of 35.24 feet; thence with the arc of a curve to the right a distance of 140.90 feet, said arc being subtended by a chord with a bearing of south 87° 14' 05" east and a distance of 139.83 feet; thence south 75° 00' 11" east 93.15 feet; thence with the arc of a curve to the right a distance of 105.92 feet, said arc being subtended by a chord with a bearing of south 31° 39' 13" east and a distance of 96.10 feet; thence south 11° 41' 45" west 57.87 feet; thence with the arc of a curve to the left a distance of 176.28 feet, said arc being subtended by a chord with a bearing of south 11° 15' 35" east and a distance of 171.61 feet; thence south 34° 12' 54" east 96.40 feet; thence with the arc of a curve to the left a distance of 155.18 feet, said arc being subtended by a chord with a bearing of south 41° 45' 00" east and a distance of 154.74 feet; thence south 49° 17' 06" east 22.22 feet; thence with the arc of a curve to the left a distance of 348.24 feet, said arc being subtended by a chord with a bearing of south 74° 32' 29" east and a distance of 337.07 feet; thence north 80° 12' 09" east 57.94 feet; thence with the arc of a curve to the right a distance of 268.08 feet, said arc being subtended by a chord with a bearing of north 86° 05' 14" east and a distance of 267.61 feet; thence south 88° 01' 40" east 85.29 feet; thence with the arc of a curve to the right a distance of 418.56 feet, said arc being subtended by a chord with a bearing of south 84° 13' 16" east and a distance of 418.25 feet; thence south 80° 24' 54" east 177.52 feet; thence with the arc of a curve to the left a distance of 315.58 feet, said arc being subtended by a chord with a

EXHIBIT *A*

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EXHIBIT "A"
(Tract II Cont'd)

bearing of north 85° 30' 54" east and a distance of 312.02 feet; thence north 68° 55' 47" east 67.54 feet; thence with the arc of a curve to the right a distance of 254.66 feet, said arc being subtended by a chord with a bearing of south 79° 48' 36" east and a distance of 241.85 feet; thence south 45° 32' 07" east 46.37 feet; thence with the arc of a curve to the left a distance of 126.96 feet, said arc being subtended by a chord with a bearing of south 60° 23' 57" east and a distance of 125.55 feet; thence south 75° 14' 42" east 57.45 feet; thence with the arc of a curve to the left a distance of 175.22 feet, said arc being subtended by a chord with a bearing of north 82° 26' 46" east and a distance of 170.82 feet; thence north 60° 08' 13" east 94.16 feet; thence with the arc of a curve to the right a distance of 87.85 feet, said arc being subtended by a chord with a bearing of north 72° 07' 16" east and a distance of 87.21 feet; thence north 84° 06' 19" east 52.79 feet; thence with the arc of a curve to the right a distance of 91.68 feet, said arc being subtended by a chord with a bearing of south 82° 25' 31" east and a distance of 90.84 feet; thence south 68° 57' 20" east 107.27 feet; thence with the arc of a curve to the left a distance of 144.77 feet, said arc being subtended by a chord with a bearing of south 81° 54' 57" east and a distance of 143.53 feet; thence north 85° 07' 27" east 266.44 feet; thence with the arc of a curve to the right a distance of 183.48 feet, said arc being subtended by a chord with a bearing of south 86° 23' 53" east and a distance of 182.81 feet; thence south 77° 55' 13" east 52.41 feet; thence with the arc of a curve to the left a distance of 192.32 feet, said arc being subtended by a chord with a bearing of south 81° 31' 16" east and a distance of 192.19 feet; thence south 85° 07' 20" east 71.27 feet; thence with the arc of a curve to the right a distance of 81.70 feet, said arc being subtended by a chord with a bearing of south 82° 22' 07" east and a distance of 81.67 feet; thence south 73° 51' 18" east 92.39 feet; thence with the arc of a curve to the left a distance of 254.48 feet, said arc being subtended by a chord with a bearing of north 85° 21' 32" east and a distance of 245.16 feet; thence north 58° 50' 31" east 242.09 feet; thence with the arc of a curve to the right a distance of 26.81 feet, said arc being subtended by a chord with a bearing of south 64° 08' 09" east and a distance of 22.44 feet; thence south 08° 17' 36" east 201.48 feet; thence with the arc of a curve to the left a distance of 141.01 feet, said arc being subtended by a chord with a bearing of south 85° 42' 12" east and a distance of 96.60 feet; thence north 11° 47' 13" east 149.61 feet; thence with the arc of a curve to the right a distance of 127.83 feet, said arc being subtended by a chord with a bearing of north 21° 01' 32" east and a distance of 127.32 feet; thence north 33° 06' 50" east 139.48 feet; thence with the arc of a curve to the right a distance of 70.05 feet, said arc being subtended by a chord with a bearing of south 74° 37' 09" east and a distance of 52.13 feet; to a point on the westerly right-of-way line of Georgia Highway #60 (100 ft. right-of-way) and the POINT OF BEGINNING: said tract containing 273.819 acres and being according to survey for American Reserve, Inc., dated September 24, 1982, last revised November 17, 1982, and bearing the certification of B.K. Rochester, Jr., G.R.L.S. #1534.

EXHIBIT "A"

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EXHIBIT "A"
(Tract III)

ALL THAT TRACT OR PARCEL OF LAND lying and being in Land Lots 764, 821, 836, 892, 893, 894, 909, 908, 907, 905, 904, 964, 965, 966, 967, 968, 969, 970, 979, 978, 977, 976, and 975, of the 11th District, 1st Section of Lumpkin County, Georgia and being more particularly described as follows:

BEGINNING at the intersection of the westerly right-of-way line of Georgia Highway #60 (100 ft. right-of-way) and the northerly right-of-way line of County Road #84 (30 ft. right-of-way); running thence in a generally westerly direction along the northerly right-of-way line of County Road #84 (30 ft. right-of-way) the following courses and distances: with the arc of a curve to the left a distance of 93.15 feet, said arc being subtended by a chord with a bearing of south 78° 05' 39" west and a distance of 83.16 feet; thence south 33° 06' 01" west 140.25 feet; thence with the arc of a curve to the left a distance of 137.11 feet, said arc being subtended by a chord with a bearing of south 21° 01' 32" west and a distance of 136.56 feet; thence south 11° 47' 12" west 150.07 feet; thence with the arc of a curve to the right a distance of 54.08 feet, said arc being subtended by a chord with a bearing of north 85° 42' 12" west and a distance of 37.04 feet; thence north 08° 15' 35" west 203.20 feet; thence with the arc of a curve to the left a distance of 87.70 feet, said arc being subtended by a chord with a bearing of north 64° 08' 09" west and a distance of 73.40 feet; thence south 58° 50' 35" west 241.75 feet; thence with the arc of a curve to the right a distance of 226.20 feet, said arc being subtended by a chord with a bearing of south 85° 21' 32" west and a distance of 217.92 feet; thence north 73° 50' 26" west 98.64 feet; thence with the arc of a curve to the left a distance of 84.59 feet, said arc being subtended by a chord with a bearing of north 82° 22' 07" west and a distance of 84.55 feet; thence north 85° 07' 20" west 71.27 feet; thence with the arc of a curve to the right a distance of 188.55 feet, said arc being subtended by a chord with a bearing of north 81° 31' 16" west and a distance of 188.43 feet; thence north 77° 55' 12" west 52.41 feet; thence with the arc of a curve to the left a distance of 192.36 feet, said arc being subtended by a chord with a bearing of north 86° 23' 53" west and a distance of 191.66 feet; thence south 85° 07' 27" west 266.44 feet; thence with the arc of a curve to the right a distance of 131.19 feet, said arc being subtended by a chord with a bearing north 81° 54' 57" west and a distance of 130.08 feet; thence north 68° 57' 20" west 107.27 feet; thence with the arc of a curve to the left a distance of 105.79 feet, said arc being subtended by a chord with a bearing of north 82° 25' 31" west and a distance of 104.82 feet; thence south 84° 06' 19" west 52.79 feet; thence with the arc of a curve to the left a distance of 100.40 feet, said arc being subtended by a chord with a bearing of south 72° 07' 16" west and a distance of 99.67 feet; thence south 60° 08' 13" west 94.16 feet; thence with the arc of a curve to the right a distance of 151.85 feet, said arc being subtended by a chord with a bearing of south 82° 26' 45" west and a distance of 148.04 feet; thence north 75° 14' 42" west 57.45 feet; thence with the arc of a curve to the right a distance of 111.42 feet, said arc being subtended by a chord with a bearing of north 60° 23' 57" west and a distance of 110.17 feet; thence north 45° 34' 16" west 47.70 feet; thence with the arc of a curve to the left a distance of 287.88 feet, said arc being subtended by a chord with a bearing of north 79° 48' 36" west and a distance of 273.39 feet; thence south 68° 55' 11" west 66.43 feet; thence with the arc of a curve to the right a distance of 299.96 feet, said arc being

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(Tract III Cont'd)

subtended by a chord with a bearing of south 85° 30' 54" west and a distance of 296.58 feet; thence north 80° 24' 50" west 177.97 feet; thence with the arc of a curve to the left a distance of 422.55 feet, said arc being subtended by a chord with a bearing of north 84° 13' 16" west and a distance of 422.23 feet; thence north 88° 01' 39" west 85.29 feet; thence with the arc of a curve to the left a distance of 274.24 feet, said arc being subtended by a chord with a bearing of south 86° 05' 14" west and a distance of 273.76 feet; thence south 80° 12' 09" west 57.94 feet; thence with the arc of a curve to the right a distance of 321.79 feet, said arc being subtended by a chord with a bearing of north 74° 32' 29" west and a distance of 311.47 feet; thence north 49° 17' 06" west 22.22 feet; thence with the arc of a curve to the right a distance of 147.29 feet, said arc being subtended by a chord with a bearing of north 41° 45' 00" west and a distance of 146.87 feet; thence north 34° 12' 54" west 96.40 feet; thence with the arc of a curve to the right a distance of 152.25 feet, said arc being subtended by a chord with a bearing of north 11° 15' 35" west and a distance of 148.21 feet; thence north 11° 41' 44" east 57.87 feet; thence with the arc of a curve to the left a distance of 151.32 feet, said arc being subtended by a chord with a bearing of north 31° 39' 13" west and a distance of 137.29 feet; thence north 75° 00' 11" west 93.15 feet; thence with the arc of a curve to the left a distance of 153.71 feet, said arc being subtended by a chord with a bearing of north 87° 14' 05" west and a distance of 152.54 feet; thence south 80° 32' 02" west 35.24 feet; thence with the arc of a curve to the right a distance of 146.19 feet, said arc being subtended by a chord with a bearing of north 76° 49' 41" west and a distance of 142.42 feet; thence north 54° 11' 24" west 202.74 feet; thence with the arc of a curve to the left a distance of 260.10 feet, said arc being subtended by a chord with a bearing of south 70° 36' 51" west and a distance of 221.70 feet; thence south 15° 25' 06" west 80.80 feet; thence with the arc of a curve to the right a distance of 108.17 feet, said arc being subtended by a chord with a bearing of south 49° 51' 01" west and a distance of 101.78 feet; thence south 84° 16' 56" west 47.37 feet; thence with the arc of a curve to the left a distance of 263.67 feet, said arc being subtended by a chord with a bearing of south 69° 28' 16" west and a distance of 260.75 feet; thence south 54° 39' 36" west 35.71 feet; thence with the arc of a curve to the right a distance of 142.07 feet, said arc being subtended by a chord with a bearing of south 62° 24' 46" west and a distance of 141.64 feet; thence south 70° 09' 55" west 61.65 feet; thence with the arc of a curve to the right a distance of 171.73 feet, said arc being subtended by a chord with a bearing of north 87° 58' 12" west and a distance of 167.59 feet; thence north 66° 06' 18" west 65.85 feet; thence with the arc of a curve to the left a distance of 204.76 feet, said arc being subtended by a chord with a bearing of north 83° 36' 56" west and a distance of 201.59 feet; thence south 78° 52' 27" west 361.98 feet to a fence corner; thence leaving said right-of-way and running north 24° 16' 53" east 300.66 feet with said fence to a fence corner at a rock pile; thence leaving said fence and running south 82° 07' 09" west 147.23 feet; thence south 61° 18' 16" west 221.11 feet; thence south 83° 12' 02" west 215.19 feet; thence north 81° 16' 11" west 268.28 feet; thence south 68° 50' 19" west 320.36 feet; thence south 79° 40' 23" west 193.92 feet to an iron pin found; thence north 60° 34' 05" west 259.81 feet to a 30 inch oak; thence north 41° 20' 00" west 59.60 feet to an iron pin found on the westerly line of Land Lot 964; thence north 04° 18' 08" east along said westerly Land Lot line 607.83 feet to a point in the center line of Walker Creek; thence in

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(Tract III Cont'd)

a generally easterly direction along the center line of said creek the following courses and distances: south 79° 14' 58" east 113.80 feet; thence north 71° 41' 57" east 167.03 feet; thence north 87° 14' 07" east 98.85 feet; thence north 65° 20' 44" east 107.48 feet; thence north 65° 53' 05" east 193.48 feet; thence north 87° 03' 29" east 52.55 feet; thence north 58° 39' 31" east 59.25 feet; thence south 86° 25' 05" east 156.78 feet; thence north 76° 20' 35" east 29.82 feet; thence south 21° 25' 25" east 43.56 feet; thence north 61° 49' 49" east 102.82 feet; thence north 42° 29' 41" east 95.32 feet; thence north 60° 39' 02" east 60.06 feet; thence south 83° 11' 07" east 41.06 feet; thence south 02° 36' 12" east 48.87 feet; thence north 89° 30' 46" east 32.04 feet; thence north 59° 39' 25" east 110.57 feet to a fence crossing; thence leaving said center line of Walker Creek and running along said fence the following courses and distances: north 55° 49' 20" west 219.83 feet to a fence corner; thence north 79° 39' 31" west 92.05 feet to a fence corner on the southerly line of Land Lot 909; thence north 89° 39' 13" west 387.34 feet along said southerly Land Lot line to a fence corner; thence north 01° 14' 51" east 1,634.71 feet to a fence corner; thence leaving said fence line and running north 01° 14' 51" east 1,107.02 feet to a point on the southerly Land Lot line of Land Lot 837; thence south 87° 56' 53" east along said southerly Land Lot line 639.53 feet to a government monument found at the southeasterly corner of said Land Lot; thence north 01° 41' 04" east along the easterly line of said Land Lot 1,316.13 feet to a government monument found at the northeasterly corner of said Land Lot; thence north 02° 05' 04" east along the westerly Land Lot lines of Land Lots 821 and 764 2,647.22 feet to a government monument found at the northwesterly corner of Land Lot 764; thence south 87° 53' 59" east along the northerly line of Land Lot 764, 994.03 feet to a government monument; thence south 02° 02' 49" west 1,315.19 feet to a government monument found on the northerly line of Land Lot 821; thence south 89° 36' 12" east 337.64 feet along the northerly line of Land Lot 821 to a government monument found at the northeast corner of Land Lot 821; thence south 02° 02' 21" west 2,720.76 feet along the easterly lines of Land Lots 821 and 836 to a government monument found at the southeasterly corner of Land Lot 836; thence south 87° 56' 53" east along the northerly line of Land Lot 894 1,321.66 feet to a government monument found at the northeasterly corner of Land Lot 894; thence south 01° 46' 48" west 1,336.91 feet along the easterly line of Land Lot 894 to a government monument found at the southeasterly corner of Land Lot 894; thence south 01° 42' 14" west along the easterly line of Land Lot 907 1,299.48 feet to a government monument found at the southeasterly corner of Land Lot 907; thence south 87° 57' 55" east 1,303.25 feet along the northerly line of Land Lot 967 to a government monument found at the northeasterly corner of Land Lot 967; thence north 01° 58' 21" east 1,309.50 feet along the easterly line of Land Lot 906 to a government monument found at the northeasterly corner of Land Lot 906; thence south 88° 08' 54" east 1,310.64 feet along the northerly line of Land Lot 905 to a government monument found at the northeasterly corner of Land Lot 905; thence north 86° 46' 37" east 1,285.10 feet along the northerly line of Land Lot 904 to rocks and an iron pin found at the northeasterly corner of Land Lot 904; thence south 01° 48' 06" west 1,411.59 feet along the easterly line of Land Lot 904 to an iron pin found at a rock pile at the southeasterly corner of Land Lot 904; thence south 87° 55' 38" east 1,084.05 feet along the northerly line of Land Lot 970 to a point on the westerly right-of-way line of Georgia Highway #60 (100 ft).

EXHIBIT "A"

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EXHIBIT "A"
(Tract III, Cont'd)

right-of-way); thence in a generally southerly, westerly, and then southeasterly direction along the westerly right-of-way line of said highway the following courses and distances: south 00° 54' 03" east 166.77 feet; thence with the arc of a curve to the right a distance of 92.56 feet, said arc being subtended by a chord with a bearing of south 07° 23' 09" west and a distance of 92.24 feet; thence south 15° 40' 20" west 124.12 feet; thence with the arc of a curve to the left a distance of 201.70 feet, said arc being subtended by a chord with a bearing of south 00° 03' 19" west and a distance of 199.21 feet; thence south 15° 33' 42" east 140.02 feet; thence with the arc of a curve to the right a distance of 140.89 feet, said arc being subtended by a chord with a bearing of south 27° 37' 50" west and a distance of 127.92 feet; thence with the arc of a curve to the right a distance of 240.56 feet, said arc being subtended by a chord with a bearing of north 80° 27' 46" west and a distance of 230.61 feet; thence north 51° 44' 54" west 158.48 feet; thence with the arc of a curve to the left a distance of 386.92 feet, said arc being subtended by a chord with a bearing of south 50° 11' 30" west and a distance of 277.86 feet; thence south 27° 52' 06" east 184.34 feet; thence with the arc of a curve to the right a distance of 39.37 feet, said arc being subtended by a chord with a bearing of south 22° 49' 02" east and a distance of 39.32 feet; thence with the arc of a curve to the right a distance of 160.82 feet, said arc being subtended by a chord with a bearing of south 10° 40' 40" east and a distance of 160.41 feet to a point on the northerly right-of-way line of County Road #84 (30 ft. right-of-way) and the POINT OF BEGINNING: said tract containing ~~542.182~~ acres and being according to survey for American Reserve, Inc., dated September 24, 1982, last revised November 17, 1982, and bearing the certification of B.K. Rochester Jr., G.R.L.S. #1534.

EXHIBIT "A"
(Tracts IV and V)

ALL THAT TRACT OR PARCEL OF LAND lying and being in Land Lots 970 and 975 of the 11th District, 1st Section of Lumpkin County, Georgia and being more particularly described as follows:

BEGINNING at a point at the intersection of the northerly right-of-way line of U.S. Highway #19 (60 foot right-of-way) and the easterly right-of-way line of Georgia Highway #60 (100 foot right-of-way); running thence along the easterly and southerly right-of-way line of Georgia Highway #60 the following courses and distances: with the arc of a curve to the left a distance of 328.13 feet, said arc being subtended by a chord with a bearing of north 05° 13' 55" west and a distance of 325.52 feet; thence with the arc of a curve to the left a distance of 57.00 feet, said arc being subtended by a chord with a bearing of north 22° 49' 02" west and a distance of 56.93 feet; thence north 27° 52' 06" west 110.36 feet; thence north 27° 52' 07" west 73.98 feet; thence with the arc of a curve to the right a distance of 114.44 feet, said arc being subtended by a chord with a bearing of north 50° 11' 30" east and a distance of 82.18 feet; thence south 51° 44' 54" east 158.48 feet; thence with the arc of a curve to the left a distance of 340.79 feet, said arc being subtended by a chord with a bearing of south 80° 27' 46" east and a distance of 326.70 feet; thence with the arc of a curve to the left a distance of 291.66 feet, said arc being subtended by a chord with a bearing of north 27° 37' 51" east and a distance of 264.81 feet; thence north 15° 33' 42" west 140.02 feet; thence with the arc of a curve to the right a distance of 147.19 feet, said arc being subtended by a chord with a bearing of north 00° 03' 19" east and a distance of 145.37 feet; thence north 15° 40' 20" east 124.12 feet; thence with the arc of a curve to the left a distance of 121.49 feet, said arc being subtended by a chord with a bearing of north 07° 23' 09" east and a distance of 121.06 feet; thence north 00° 54' 03" west 163.53 feet to a point on the northerly line of Land Lot 970; thence leaving the right-of-way line of Georgia Highway #60 and running south 87° 55' 38" east 153.95 feet; thence south 09° 35' 18" west 107.82 feet; thence south 22° 27' 11" west 114.36 feet; thence south 15° 58' 27" west 291.13 feet; thence south 12° 02' 33" east 249.92 feet; thence south 15° 48' 50" west 87.35 feet; thence south 01° 41' 52" east 529.25 feet to a point on the northerly right-of-way line of U.S. Highway #19 (60 foot right-of-way); running thence in a generally westerly direction along the northerly right-of-way line of said Highway the following courses and distances: south 42° 18' 34" west 42.23 feet; thence with the arc of a curve to the right a distance of 171.49 feet, said arc being subtended by a chord with a bearing of south 63° 12' 55" west and a distance of 167.71 feet; thence south 84° 07' 15" west 52.98 feet; thence with the arc of a curve to the right a distance of 159.39 feet, said arc being subtended by a chord with a bearing of north 83° 32' 16" west and a distance of 158.16 feet; thence north 71° 38' 22" west 45.52 feet; thence with the arc of a curve to the right a distance of 153.38 feet; said arc being subtended by a chord with a bearing of north 59° 03' 26" west and a distance of 150.00 feet; to a point at the intersection of the northerly right-of-way line of U.S. Highway #19 (60 foot right-of-way) and the easterly right-of-way line of Georgia Highway #60 (100 foot right-of-way) and the POINT OF BEGINNING: said tract containing 1.14 acres and being according to survey prepared for American Reserve, Inc., dated September 24, 1982, last revised November 17, 1982, and bearing the certification of B.K. Rochester, Jr., G.R.L.S. #1534.

EXHIBIT "A"

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EXHIBIT "A"
(Tract VI)

ALL THAT TRACT OR PARCEL OF LAND lying and being in Land Lots 1038 and 1039 of the 11th District, 1st Section of Lumpkin County, Georgia and being more particularly described as follows:

BEGINNING at an iron pin found at the northeasterly corner of Land Lot 1050, said District and Section; running thence north 86° 10' 36" west along the northerly line of said Land Lot for a distance of said Land Lot; thence south 89° 55' 11" west 718.39 feet along the northerly line of Land Lot 1051, said District and Section, to a point; thence north 56° 17' 48" east 903.77 feet to an iron pin found on the easterly line of Land Lot 1038, said District and Section; thence north 86° 35' 33" east 1,298.53 feet to a rock found on the easterly line of Land Lot 1039, said District and Section; thence south 01° 16' 35" west 665.71 feet along the easterly line of Land Lot 1039, said District and Section, to an iron pin found at the northeasterly corner of Land Lot 1050, said District and Section, and the POINT OF BEGINNING: said tract containing ~~21.603~~ acres and being according to survey for American Reserve, Inc., dated September 24, 1982, as last revised November 17, 1982, and bearing the certification of B. K. Rochester, Jr., G.R.L.S. #1534.

2
lines
added

Exhibit "A"

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EXHIBIT "B"

PERMITTED ENCUMBRANCES

1. All ad valorem real property taxes for the calendar year 1983, which are liens, but not now due and payable, and all years subsequent thereto.
2. The right to all necessary drainage in the construction and maintenance of U.S. Highway #19 and Georgia Highway #60 upon lands adjacent thereto and the right to take and use from lands adjoining said roadways such sand, clay or topsoil as may be deemed necessary to construct or maintain said roads, as contained in a Right of Way Deed from Porter Springs Lumber Company, et al., to State Highway Board of Georgia, dated July 24, 1926, recorded March 28, 1927, at Deed Book Pl, Page 13, Lumpkin County, Georgia records.
3. Deed to Secure Debt from American Reserves, Inc. to Oglethorpe Farms, Inc. dated February 14, 1982, recorded in Deed Book K-4, Page 299, aforesaid records. ←
4. Deed to Secure Debt from American Reserves, Inc. to Jack C. Deady, dated February 15, 1982, recorded in Deed Book K-4, Page 281, aforesaid records. ←

EXHIBIT "C"

DOCH 005599
FILED IN OFFICE
07/27/2006 9:40 AM
BK:997 PG:308-322
EDWARD E. TUCKER
CLERK OF COURTS
LUMPKIN COUNTY
TRANSFER TAX AID --

093.206.1544

Return to:
Calloway Title & Escrow, LLC
Attn: David Dudley 2-17564
4800 Ashford Dunwoody Rd.
Suite 240
Atlanta, GA 30338

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DEED UNDER POWER OF SALE

THIS INDENTURE, made this 5th day of July, 2006 by American Reserves, Inc. (hereinafter called "Grantor") acting by and through the Grantor's duly appointed agent and attorney in fact, Crosswind 1040 Partners, LLC, a Delaware limited liability company, as party of the first part, and Crosswind 1040 Partners, LLC, a Delaware limited liability company (hereinafter called "Grantee") Crosswind Capital, LLC, a Delaware limited liability Company, 411 Theodore Fremd Avenue, Suite 206-South, Rye, NY 10580 as party of the second part;

WITNESSETH:

WHEREAS, American Reserves, Inc. executed and delivered to Oglethorpe Farms, Inc. that certain Deed to Secure Debt from American Reserves, Inc., a Georgia corporation to Oglethorpe Farms, Inc., a Georgia corporation, dated February 14, 1983, filed for record February 17, 1983, recorded in Deed Book K-4, Page 299, Records of Lumpkin County, Georgia; as amended by that certain First Amendment to Deed to Secure Debt by and between R-Ranch One, Ltd., a Georgia limited partnership whose sole general partner is American Reserves, Inc., American Reserves, Inc., a Georgia corporation, Walter A. Smith, Mary Lou Allen and Frank B. Smith, dated as of November 1, 1984, filed for record January 10, 1985 at 10:30 a.m., recorded in Deed Book X-4, Page 782, aforesaid Records; as transferred and assigned by that certain Transfer and Assignment from Oglethorpe Farms, Inc. to Mary Lou Allen, as to a undivided 1/3 interest, Frank B. Smith, as to an undivided 1/3 interest and Walter A. Smith, as to an undivided 1/3 interest, dated March 3, 1983, filed for record March 3, 1983 at 3:15 p.m., recorded in Deed Book K-4, Page 469, aforesaid Records; as further transferred and assigned by that certain Transfer and Assignment from Frank B. Smith to Myrtle M. Smith, dated March 15, 1991, filed for record October 21, 1991 at 9:40 a.m., recorded in Deed Book K-10, Page 20, aforesaid Records; subsequently transferred and assigned to Crosswind 1040 Partners, LLC, a Delaware limited liability company (the current holder of Security Deed) said latter and last transfer by instrument entitled "Assignment to Deed to Secure Debt" recorded on June 30, 2006 in Deed Book 993, Page 88-95, aforesaid records;

WHEREAS, due to the default in the payment of installments due under said Note, the then holder elected, pursuant to the terms of said Note and Deed to declare the entire outstanding principal and accrued interest immediately due and payable thereunder; and

WHEREAS, the said entire indebtedness still being in default, on behalf of American Reserves, Inc. and according to the terms of the Note and Deed, the then holder and assignor of Crosswind 1040 Partners, LLC began the advertisement of the said Property for sale once a week for four weeks in the newspaper in Lumpkin County, Georgia, wherein the Sheriff of said county carries his advertisements, namely, The Dahlonega Nuggett said dates of publication being June 7, 14, 21 and 28, 2006; and

WHEREAS, though not residential property, nonetheless American Reserves, Inc. was provided written notice of the intended foreclosure and a copy of the aforesaid advertisement by registered mail, return receipt requested at least fifteen (15) days prior to the proposed foreclosure date; and

WHEREAS, Crosswind 1040 Partners, LLC did expose said Property for sale to the highest bidder for cash on the first Wednesday in July, 2006, to-wit: July 5, 2006 in accord with OCGA 9-13-161(a) within the legal hours of sale at the usual place for conducting Sheriff's sales in Lumpkin County before the Courthouse door at Dahlonega, Georgia, in said county, and offered said Property for sale at public outcry to the highest bidder for cash when and where Crosswind 1040 Partners, LLC bid \$275,000.00.; and

WHEREAS, the said Property was knocked off to Crosswind 1040 Partners, LLC for the sum of \$275,000.00.

NOW, THEREFORE, in consideration of the premises and said sum of money and by virtue and in the exercise of the power of sale contained in the aforesaid Deed, the party of the first part has bargained, sold, granted and conveyed, and by these presents does hereby bargain, sell, grant and convey to the party of the second part, its representatives, successors and assigns the following described Property to-wit:

A 545/2400th undivided interest in and to the real property described as Tracts I, II, III and IV in Exhibit "A" attached hereto and incorporated herein by reference and 100% undivided interest in and to the real property described as Tract V in aforesaid Exhibit "A" being land lying and being in Lumpkin County, Georgia.

SUBJECT TO to all unpaid ad valorem taxes or assessments (including taxes which are a lien, but not yet due and payable), any matters which might be disclosed by an accurate survey and inspection of the property, and any liens, encumbrances, zoning ordinances, restrictions, covenants, and matters of record which are superior in title to the Security Deed including but not limited to that certain Declaration of Covenants, Conditions and Restrictions for R-Ranch in the Mountains by R-Ranch One, Ltd., a Georgia limited partnership, dated March 31, 1983, filed for record April 1, 1983 at 2:45 p.m., recorded in Deed Book K-4, Page 766, aforesaid Records; but omitting any restriction based on race, color, religion, sex, handicap, familial status, or national origin unless and only to the extent that said covenant (a) is exempt under Chapter 42, Section 3607 of the United States Code or (b) relates to handicap but does not discriminate against

handicapped persons as by Declaration of Covenants, filed for record December 19, 1996 at 2:15 p.m., recorded in Deed Book B-17, Page 102, aforesaid Records.

TO HAVE AND TO HOLD the said premises and every part thereof unto Crosswind 1040 Partners, LLC, its representatives, successors and assigns, to its own proper use, benefit and behoof in FREE Simple, in as full and ample a manner as the said American Reserves, Inc. or its representatives, successors and assigns, did hold and enjoy the same.

IN WITNESS WHEREOF, the said Crosswind 1040 Partners, LLC, as Agent and Attorney in Fact for American Reserves, Inc. has hereunto affixed its hand and seal, the day and year first above written.

Signed, sealed and delivered
in the presence of:

Crosswind 1040 Partners, LLC, as Agent
and Attorney in Fact for
American Reserves, Inc.

BY: Crosswind Capital, LLC,
a Delaware limited liability
company, its sole Managing Member

Alpa LeBion
Witness

BY: [Signature]
Name: Steven D. Sandler
Title: Chief Executive Officer

Evelyn Panoff
Notary Public

EVELYN PANOFF
Notary Public, State of New York
No. 01PA0045887
Justified in Westchester County
Commission Expires July 31, 2010



EXHIBIT "A-1"

PK-0007
ALL THAT TRACT OR PARCEL OF LAND lying and being in Lot 521 Lots 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, and 531 of the 11th District, 1st Section, of Lumpkin County, Georgia, and within the right-of-way of County Road #24, which tract is bounded by lines fifteen feet on either side of the center line of said road described as follows:

BEGINNING at the intersection of the center line of County Road #24 (30 ft. right-of-way) and the westerly right-of-way line of State Route #60 (100 ft. right-of-way); thence with the arc of a curve to the left a distance of 82.00 feet to a point, which arc is subtended by a chord with a bearing of South 87° 03' 51" West and a distance of 89.45 feet; thence south 22° 06' 26" West a distance of 139.87 feet to a point; thence with the arc of a curve to the left a distance of 132.47 feet to a point, which arc is subtended by a chord with a bearing of South 21° 01' 32" West and a distance of 131.94 feet; thence South 11° 47' 13" West a distance of 149.84 feet to a point; thence with the arc of a curve to the right a distance of 97.34 feet to a point, which arc is subtended by a chord with a bearing of North 85° 42' 12" West and a distance of 66.82 feet; thence North 08° 16' 15" West a distance of 202.34 feet to a point; thence with the arc of a curve to the left a distance of 57.26 feet to a point, which arc is subtended by a chord with a bearing of North 84° 08' 03" West and a distance of 47.92 feet; thence South 58° 50' 13" West a distance of 141.92 feet to a point; thence with the arc of a curve to the right a distance of 240.34 feet to a point, which arc is subtended by a chord with a bearing of South 85° 21' 32" West and a distance of 131.54 feet; thence North 73° 50' 51" West a distance of 95.51 feet to a point; thence with the arc of a curve to the left a distance of 89.14 feet to a point, which arc is subtended by a chord with a bearing of North 82° 22' 07" West and a distance of 83.11 feet; thence North 85° 07' 20" West a distance of 71.27 feet to a point; thence with the arc of a curve to the right a distance of 190.44 feet to a point, which arc is subtended by a chord with a bearing of North 81° 31' 16" West and a distance of 190.21 feet; thence North 77° 35' 12" West a distance of 52.41 feet to a point; thence with the arc of a curve to the left a distance of 187.92 feet to a point, which arc is subtended by a chord with a bearing of North 86° 23' 52" West and a distance of 187.23 feet; thence South 85° 07' 27" West a distance of 266.44 feet to a point; thence with the arc of a curve to the right a distance of 137.98 feet to a point, which arc is subtended by a chord with a bearing of North 81° 54' 57" West and a distance of 136.81 feet; thence North 88° 57' 21" West a distance of 107.27 feet to a point; thence with the arc of a curve to the left a distance of 98.74 feet to a point, which arc is subtended by a chord with a bearing of North 82° 25' 31" West and a distance of 97.83 feet; thence South 84° 06' 19" West a distance of 52.79 feet to a point; thence with the arc of a curve to the left a distance of 94.12 feet to a point, which arc is subtended by a chord with a bearing of South 72° 07' 16" West and a distance of 93.44 feet; thence South 60° 08' 13" West a distance of 94.16 feet to a point; thence with the arc of a curve to the right a distance of 163.83 feet to a point, which arc is subtended by a chord with a bearing of South 82° 26' 45" West and a distance of 159.43 feet; thence North 75° 14' 42" West a distance of 57.45 feet to a point; thence with the arc of a curve to the right a distance of 139.18 feet to a point, which arc is subtended by a chord with a bearing of North 60° 23' 57" West and a distance of 137.86 feet; thence North 45° 33' 12" West a distance of 47.03 feet to a point; thence with the arc of a curve to the left a distance of 271.27 feet

EXHIBIT "A-1"

to a point, which arc is subtended by a chord with a bearing of North 73° 48' 36" West and a distance of 257.51 feet; thence South 68° 55' 23" West a distance of 66.98 feet to a point; thence with the arc of a curve to the right a distance of 307.77 feet to a point, which arc is subtended by a chord with a bearing of South 85° 30' 54" West and a distance of 384.30 feet; thence North 80° 24' 52" West a distance of 177.74 feet to a point; thence with the arc of a curve to the left a distance of 420.33 feet to a point, which arc is subtended by a chord with a bearing of North 84° 13' 16" West and a distance of 420.24 feet; thence North 88° 01' 40" West a distance of 83.29 feet to a point; thence with the arc of a curve to the left a distance of 271.16 feet to a point, which arc is subtended by a chord with a bearing of South 46° 05' 14" West and a distance of 270.68 feet; thence South 80° 12' 02" West a distance of 57.94 feet to a point; thence with the arc of a curve to the right a distance of 335.01 feet to a point, which arc is subtended by a chord with a bearing of North 74° 32' 29" West and a distance of 324.27 feet; thence North 49° 17' 06" West a distance of 22.22 feet to a point; thence with the arc of a curve to the right a distance of 351.24 feet to a point, which arc is subtended by a chord with a bearing of North 41° 45' 00" West and a distance of 150.80 feet; thence North 11° 12' 54" West a distance of 96.40 feet to a point; thence with the arc of a curve to the right a distance of 164.27 feet to a point, which arc is subtended by a chord with a bearing of North 11° 15' 35" West and a distance of 139.91 feet; thence North 11° 41' 44" East a distance of 57.87 feet to a point; thence with the arc of a curve to the left a distance of 128.62 feet to a point, which arc is subtended by a chord with a bearing of North 31° 39' 11" West and a distance of 116.70 feet; thence North 75° 00' 11" West a distance of 93.15 feet to a point; thence with the arc of a curve to the left a distance of 147.30 feet to a point, which arc is subtended by a chord with a bearing North 27° 14' 05" West and a distance of 146.19 feet; thence South 80° 32' 02" West a distance of 33.24 feet to a point; thence with the arc of a curve to the right a distance of 158.04 feet to a point, which arc is subtended by a chord with a bearing of North 76° 49' 41" West and a distance of 151.95 feet; thence North 54° 11' 24" West a distance of 202.74 feet to a point; thence with the arc of a curve to the left a distance of 231.20 feet to a point, which arc is subtended by a chord with a bearing of South 70° 36' 51" West and a distance of 197.07 feet; thence South 15° 15' 06" West a distance of 80.80 feet to a point; thence with the arc of a curve to the right a distance of 126.28 feet to a point, which arc is subtended by a chord with a bearing of South 49° 51' 01" West and a distance of 118.74 feet; thence South 84° 16' 56" West a distance of 47.37 feet to a point; thence with the arc of a curve to the left a distance of 255.82 feet to a point, which arc is subtended by a chord with a bearing of South 69° 28' 16" West and a distance of 253.08 feet; thence South 54° 39' 16" West a distance of 25.71 feet to a point; thence with the arc of a curve to the right a distance of 57.85 feet to a point, which arc is subtended by a chord with a bearing of South 57° 10' 07" West and a distance of 59.82 feet; said tract containing 3.061 acres and being according to a survey for R-Ranch in the Mountains dated May 9, 1982, and bearing the certification of S. K. Rochester, Jr., C.R.L.S. #1334.

EXHIBIT "A-3"



EXHIBIT "D"

Madeline S. Wirt

From: Steven Sandler [sandler@crosswindcapital.com]
Sent: Friday, July 07, 2006 12:02 PM
To: Madeline S. Wirt
Subject: R-Ranch: Initial Request for Information

Madeline:

Pursuant to our telephone conversation yesterday, below please find a request for information, which is being submitted to you on behalf of Crosswind 1040 Partners, LLC, ("Crosswind") as assignee and legal and equitable successor in interest to the interests of Oglethorpe Farms, Inc., and bona fide holder of those certain Unit interests "Units(s)" in the real property located in Lumpkin County, Georgia, commonly known as the R-Ranch, (the "R-Ranch").

1. Financial Statements (audited or reviewed if available) for R-Ranch in the Mountains Owners' Association, Inc. ("RROA") for the FYE 2004 and 2005, which statements include the Income Statement, Balance Sheet, and Statement of Cash Flows, including any notes, presented on both an annual and monthly basis
2. Financial Statements (audited or reviewed if available) for RROA for the period covering the YTD 2006, which statements include the Income Statement, Balance Sheet, and Statement of Cash Flows, including any notes presented on both a YTD and monthly basis for the period.
3. Current statement of all "unsold/held in inventory" Units of R-Ranch, including those Units reacquired by either R-Ranch or RROA pursuant to foreclosure or other conveyance, and the description of the legal holder of said "unsold/inventory" Unit(s)
4. Marketing kit/materials presently in use in the sale and marketing of unsold Units of R-Ranch
5. Current marketing/business plan for the sale of any Units held in inventory by RROA or to be sold on an agency basis by RROA
6. Any strategic or business plan accepted, ratified, or formally proposed for consideration by the Board of Directors of RROA affecting the current or proposed development, marketing, capitalization, restructuring, or financing of RROA or the management thereof
7. Minutes of all Board and Members meetings of RROA for FYE 2004, 2005, and YTD 2006
8. Capital and Operating Budgets of RROA for FY 2005 and FY 2006
9. List of all members of the Board of Directors of RROA and Officers thereof, with title, brief description of duties, and years of tenure
10. Copies of the current and in-effect By-laws of RROA, and the Operating Rules and Procedures for the operation and management of the R-Ranch
11. Schedule and location of any and all regular or special meetings for 2006 for board of directors of RROA, the members of RROA, and any respective committees thereof
12. Schedule and List (in Excel spreadsheet form) detailing the name, phone number, and current address of each active (in good standing) Unit owner of record, and as to each such holder or holders: (a) the year of acquisition of the Unit(s) and the amount paid for same, (b) the balance owed for any dues, assessments, or other charges related to said holder's Units, (c) the number of days said holder has used the R-Ranch during each of FY 2005 and YTD 2006, and (d) the attendance (in person or by proxy) at any regular or special meeting of the members for FY 2004, 2005, or 2006

13. Schedule and List (in Excel spreadsheet form) detailing the name and current address of each delinquent Unit owner of record, and as to each such holder or holders: (a) the year of acquisition of the Unit(s) and the amount paid for same, (b) the balance owed for any dues, assessments, or other charges related to said holder's Units, and (c) the status of collection/foreclosure related to sums owed.

14. List of all third party fiduciaries, (attorneys and accountants) presently engaged by RROA to render services to RROA or the R-Ranch, or who were engaged during FY 2004, 2005 and YTD 2006

15. Current statement of dues and assessments, for FY 2006, reflecting actual amount due/payable per Unit as set by the Board of Directors of RROA for: (a) regular assessment, (b) any special assessment, (c) pro-rata insurance, (d) pro-rata taxes, and (e) any other charges that may be lawfully assessed pursuant to the Declarations and by-laws of RROA.

Thank you for your prompt attention to this matter, and please do not hesitate to contact me with any questions or clarifications.

Regards,

Steven Sandler
Chief Executive Officer
Crosswind Capital, LLC
411 Theodore Fremd Avenue
Suite 206-South
Rye, NY 10580

ph: (914) 925-3436
fax: (775) 251-1908
cell: (914) 715-1735
e-mail: sandler@crosswindcapital.com
www.crosswindcapital.com

EXHIBIT "E"

000136

March 1983

IN WITNESS WHEREOF, Owner has hereunto set its hand and seal as of March 31, 1983.

Signed, sealed and delivered in the presence of:

Unofficial Witness

Notary Public
Notary Public, Georgia, State at Large.
My Commission Expires March 2, 1987

R-RANCH ONE, LTD., a Georgia limited partnership, by its sole general partner, AMERICAN RESERVES, INC.

Alex Goodwin, Its President
(CORPORATE SEAL)

WARRANTY DEED

STATE OF GEORGIA
COUNTY OF LUMPKIN

THIS WARRANTY DEED, MADE this ____ day of _____, 19____, between R-RANCH ONE, LTD., a Georgia limited partnership (hereinafter referred to as "Grantor") and

(hereinafter referred to as "Grantee") (the words "Grantor" and "Grantee" to include their respective heirs, successors and assigns where the context requires or permits). WITNESSETH that: Grantor, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration in hand paid at and before the sealing and delivering of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold aliened, conveyed and confirmed, and by these presents does grant, bargain, sell, alien, convey and confirm unto Grantee a one-two thousand four hundredth (1/2400) undivided interest in all that tract or parcel of land located in Lumpkin County, Georgia known as R-Ranch in the Mountains and being more particularly described as Tracts I, II, III and VI on that certain plat recorded in Plat Book 10, Page 130 in the records of the Clerk of Superior Court of Lumpkin County, Georgia.

This conveyance is made subject only to those matters more particularly described in Section 11.4 of that certain Declaration of Covenants, Conditions and Restrictions for R-Ranch in the Mountains, dated March 31, 1983, recorded in Deed Book K-4, Page 766, aforesaid records.

For purposes of identification only, the Undivided

Interest conveyed hereby is Unit No. _____.

TO HAVE AND TO HOLD the above-described property with all and singular the rights, members and appurtenances thereof, to the same being, belonging or in anywise appertaining to the only proper use, benefit and behoof of Grantee forever in FEE SIMPLE.

Grantor will warrant and forever defend the right and title to the above-described property, except as to those matters set forth above, unto Grantee against the claims of all persons whomsoever.

IN WITNESS WHEREOF, Grantor has executed this Deed under seal the day and year first above written.

GRANTOR:

Signed, sealed and delivered R-RANCH ONE, LTD., a Georgia limited partnership, by its sole general partner, American Reserves, Inc., a Georgia Corporation

in the presence of:

Unofficial Witness

Notary Public
(NOTARY SEAL)

My Commission Expires:

By: _____
Alex Goodwin
Its President
(CORPORATE SEAL)



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"R-RANCH IN THE MOUNTAINS RANCH OWNERS' ASSOCIATION, INC.," a corporation created on the 15th day of March, 1983, and existing under the laws of the State of Georgia, did on said date file its registered office and agent for service in this office as provided by the laws of the State of Georgia and said corporation is in good standing and authorized to do business in the State of Georgia, as the same appears on file and record in the Office of the Secretary of State.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 1st day of April in the year of our Lord One Thousand Nine Hundred and Eighty-Three and of the Independence of the United States of America the Two Hundred and Seven.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

STATE OF GEORGIA

COUNTY OF HALL

VERIFICATION

PERSONALLY APPEARED BEFORE THE UNDERSIGNED officer, duly authorized by law to administer oaths, Sam Whitmire, President of Plaintiff, who after being duly sworn, deposes and says that the facts contained in the within and foregoing Amended Petition for Declaratory Judgment, are true and correct to the best of his knowledge and belief.

Further Affiant sayeth not.

This 13th day of November, 2006.

R-Ranch in the Mountains Ranch Owners' Association, Inc.

By Its President:


SAM WHITMIRE

Sworn to and subscribed
before me this _____
day of November, 2006.



NOTARY PUBLIC

MICHELLE GAITHER

Commission Expires: Notary Public, Jackson County, Georgia

My Commission Expires August 20, 2007

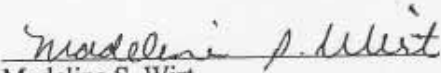
(SEAL)

CERTIFICATE OF SERVICE

THIS IS TO CERTIFY that I have this date served the within and foregoing First Amendment to Petition for Declaratory Judgment upon Defendant by placing a true and correct copy of same in the United States mail, postage prepaid in an amount sufficient to ensure delivery upon Defendant addressed as follows:

John R. Grimes
Eleven Piedmont Center
Suite 806
Atlanta, Georgia 30305

This 13th day of November, 2006.


Madeline S. Wirt
Georgia State Bar Number: 717094
Attorney for Plaintiff